

Exhibit 8

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1626	ACP	E-mail with attachment	01/05/04	T. Knapp	V. Carnevale (Aways)	E. Jacobsen, M. Taylor, M. Censopiano	SEC subpoena
1627	ACP	Document	01/06/04	Paul Hastings, Janofsky & Walker LLP	E. Jacobsen, T. Knapp		SEC subpoena re: Expanets
1628	ACP	Document	none	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1629	ACP	Document	none	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1630	ACP	E-mail	03/20/03	Bill Janecke	Tom Watson		NCS Audit (including electronic correspondence with Tom Knapp, John VanCamp)
1631	ACP	Document		Bill Janecke	Tom Watson		NCS Audit Draft letter responding to concerns about audit expressed by Tom Watson
1632	ACP	Document	02/18/03	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1633	ACP	E-mail	04/04/03	Whitliss, Kurt	Orme, Kipp	VanCamp, John; Knapp, Tom	NCS Audit
1634	ACP	E-mail	04/03/03	VanCamp, John	Orme, Kipp; Roof, Becky	Knapp, Tom	NCS Audit
1635	ACP	E-mail	02/17/03	E. Jacobsen	T. Knapp	Whitliss, Kurt; Hanson, Mike (CEO); Orme, Kipp	NCS Audit Issues
1636	ACP	Document	02/18/03	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1637	ACP	Document	04/11/03	John VanCamp	Mike Hanson; Kipp Orme	Gary Drock; Tom Knapp; Maurice Worstoff; Bruce Smith	Retaliation Claim by Internal Auditors
1638	ACP	Document	02/18/03	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1639	ACP	E-mail	03/20/03	Tom Knapp	Bruce Smith	Drock, Gary; VanCamp, John; Monaghan, David A; Hanson, Mike	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1640	ACP	E-mail	04/06/03	B. Thielbar	Knapp, Tom; VanCamp, John		NCS Audit
1641	ACP	Document	11/08/02	NorthWestern, T. Knapp	M. Hanson; D. Monaghan; M. Young		Due Diligence Session to be arranged for next week with the CEO and CFO of the Company (the "Due Diligence Session") with respect to the quarterly report on Form 10-Q for the quarter ended September 30, 2002 (the "Current Report")
1642	ACP	E-mail	03/14/03	K. Snook	T. Knapp	VanCamp, John; Bohrer, Kelly	NotCom Audit Discussions - DRAFT
1643	ACP	Document	02/18/03	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1644	ACP	E-mail	03/27/03	Sally Neal	T. Knapp		NCS Audit
1645	ACP	E-mail	03/20/03	Bill Janecke	T. Knapp	VanCamp, John; Hanson, Mike	NCS Audit

1646	ACP	E-mail	03/20/03	Bill Janecke	T. Knapp	VanCamp, John; Hanson, Mike	NCS Audit
1647	ACP	E-mail	03/20/03	T. Knapp	Bill Janecke	VanCamp, John; Hanson, Mike	NCS Audit
1648	ACP	E-mail	03/19/03	Bill Janecke	T. Knapp	VanCamp, John	NCS Audit
1649	ACP	E-mail	03/17/03	Karen Snook	John VanCamp; Tom Knapp		03/02 NorCom Audit
1650	ACP	Document		Tom Knapp and John VanCamp	Gary Drook and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1651	ACP	Document	04/11/03	John VanCamp	Mike Hanson; Kipp Orme	Gary Drook; Tom Knapp; Maurice Worstfold; Bruce Smith	Retaliation Claim by Internal Auditors
1652	ACP	Document	11/08/02	NorthWestern; T. Knapp	M. Hanson; D. Monaghan; M. Young		Due Diligence Session to be arranged for next week with the CEO and CFO of the Company (the "Due Diligence Session") with respect to the quarterly report on Form 10-Q for the quarter ended September 30, 2002 (the "Current Report").
1653	ACP	E-mail	03/28/03	T. Atkinson	K. Kiewer; J. Charters; C. Younger; R. Fresia; M. Snella; L. Clark	E. Jacobsen; K. Orme; K. Whitesel	Impairment of Expanets (including forwarded message from Expanets Disclosure Sub-Committee)
1654	ACP	Document	01/22/01	NOR Board of Directors	M. Hanson; E. Jacobsen		Update on Montana Power Co. Transaction
1655	ACP	Document	07/26/02	Walker LLP	Deloitte & Touche USA LLP		Resolution of BOD re: transfer of N.W.E. assets into NOR
1656	ACP	Document	08/14/02	T. Pollock; M. Zuppone			Analysis of Class B common stock of Blue Dots, Expanets
1657	ACP	Document	05/02/02	Walker LLP	E. Jacobsen		Documentation supporting Item 1 in NOR's 2001 10-K
1658	ACP	E-mail	03/15/03	K. Orme	Whitesel, Kurt; Jacobsen, Eric; Roof, Becky	K. Kiewer	Expanets financial model
1659	ACP	E-mail	03/26/03	T. Atkinson	Kiewer, Kendall; Atkinson, Tim; Charters, John; Younger, Chris; Fresia, Rick; Snella, Marty; Clark, Lonnie	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt	Expanets impairment analysis
1660	ACP	Document	04/10/03	R. Fresia	E. Jacobsen		Edits to description of Expanets' financial condition
1661	ACP	Document	12/16/02	Jean Hamm	Jim Bertrand (Leonard Street and Deinand)		Impact of Credit Downgrade on NOR's Obligations Under EEI Agreement with PPL Montana
1662	ACP	Document	11/07/03	D. Newell; R. Kennedy	G. Drook; B. Austin	NOR Audit Committee: E. Jacobsen; M. Worstfold; K. Kiewer	Q3 Reportable Events Highlighting Internal Control Weaknesses at Blue Dots
1663	ACP	Document	11/16/03	Jess Austin (Paul, Hastings, Janofsky & Walker LLP)	Gary Drook; Larry Ness; Larry Ranaekars; Jerry Johnson	Mike Hanson; Bill Austin; E. Jacobsen; Karol Demmiston; Tom Pollock; David Kurtz; Andrew Yearley	Development of NOR reorganization plan
1664	ACP	Document	08/21/03	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Corp.		Chapter 11 Process and Issues

1665	ACPI/AWP	Document	04/08/02	Joyann Buss	Kipp Orme, Eric Jacobsen, Kurt Whitesel, Mike Nielsen	Anderson Issues Matrix (created by Arthur Andersen LLP for NorthWestern)
1666	ACP	Document	04/09/03	T. Pollock	Deloitte & Touche USA LLP	Financial issues at NorthWestern relevant to D&T's review
1667	ACPI/AWP	Document		Paul, Hastings, Janofsky & Walker LLP	Special Committee	Testimony of R. Friesa re: Hyland
1668	ACPI/AWP	Document		Paul, Hastings, Janofsky & Walker LLP		Testimony of various officers of NOR and subsidiaries re: Hyland
1669	ACPI/AWP	Document	04/25/03	Special Committee of the Board of Directors and PHJW as special counsel	NorthWestern Board of Directors	Investigation of Richard Hyland's performance and conduct in connection with mis-management of NorthWestern and its subsidiaries
1670	ACPI/AWP	Document		Paul, Hastings, Janofsky & Walker LLP		Testimony of John Charters re: Hyland
1671	ACPI/AWP	Document	06/09/03	Marty Snella	Paul, Hastings, Janofsky & Walker LLP	Draft: Expanet's Expert Chronology
1672	ACPI/AWP	Document		Paul, Hastings, Janofsky & Walker LLP		Chronology of NorthWestern Internal Communications
1673	ACPI/AWP	Document		Paul, Hastings, Janofsky & Walker LLP		Chronology of NorthWestern External Communications
1674	ACP	Document	04/30/03	Paul, Hastings, Janofsky & Walker LLP		Summary of R. Friesa's Employment Agreement and events during his tenure
1675	ACPI/AWP	Document	11/12/02	Expanet's Disclosure Subcommittee	Disclosure Committee	Accounting Issues at Expanet's (including impairment of goodwill) (clean and blacklined versions)
1676	ACP	Document	11/13/02	Expanet's Disclosure Subcommittee	Disclosure Committee	Expanet's Sub-Committee, 2d Report 3d Q 2002
1677	ACP	Document	04/25/03	Special Committee of the Board of Directors and PHJW as special counsel	NorthWestern Board of Directors	Investigation of Richard Hyland's performance and conduct in connection with mis-management of NorthWestern and its subsidiaries
1678	ACPI/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP		Declaration of Merte Lewis to PHJW pursuant to Hyland investigation
1679	ACPI/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP		Declaration of Richard Hyland to PHJW
1680	ACPI/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP		Declaration of Kipp Orme to PHJW
1681	ACPI/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP		Declaration of Kurt Whitesel to PHJW
1682	ACPI/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP		Declaration of Michael Neiman to PHJW
1683	ACPI/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP		Declaration of John Charters to PHJW

1684	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Richard Fresia to PHJW
1685	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Timothy Atkinson to PHJW
1686	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Lonnie Clark to PHJW
1687	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Martin Snells to PHJW
1688	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Robert Kennedy to PHJW
1689	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Mark Toney to PHJW
1690	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Steve Pollock to PHJW
1691	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Clifford Hoffman to PHJW
1692	ACP/AWP	E-mail	04/10/03	Paul, Hastings, Janofsky & Walker LLP	Gary Drook		E-mail messages received from R. Hylland
1693	ACP/AWP	Document	03/10/03	Paul, Hastings, Janofsky & Walker LLP			Chronology of NOR public statements re: Significant Forecasts and Operating Trends for the Period Beginning December 2001 March 10, 2003
1694		Document	03/17/03	Paul, Hastings, Janofsky & Walker LLP			Summary of Management Financial and Information Reports of Northwestern Corporation
1695	ACP/AWP	Document	03/20/03	Paul, Hastings, Janofsky & Walker LLP			Summary of Materials Provided to Board of Directors of Northwestern Corporation
1696	ACP	Document	02/03/03	Alan Deitch	E. Jacobsen		Resolutions of NOR BOD re: diversified investments
1697	ACP	Document	03/24/03	Expanet's Disclosure Sub-Committee	Disclosure Committee		2002 financial statements / restatements
1698	ACP	E-mail	11/09/02	Kipp Orma	Bruce Smith, Gary Drook, Hylland, Richard, Jerry Johnson, Larry Ness, Lewis, Mark, Marilyn Seymann, Randy Darcy	E. Jacobsen, K. Smoot, Candy Boub, Diane Dutcher, Irene Fellner, Peg Richter, Suzetta Buron, Fornash, Barbara, Dorey, Irene, Whitesel, Kurt	Documents re: NOR disclosure procedures and legal disclosure requirements
1699	ACP	E-mail	11/12/02	T. Atkinson	K. Whitesel, K. Orma, E. Jacobsen		Expanet's Sub-Committee, 2d Report 3d Q. 2002
1700	ACP	E-mail	11/21/02	E. Jacobsen	T. Pollock, W. Schwitter		Disclosure obligations
1701	ACP	Document	12/04/02	K. Orma	K. Whitesel, M. Neiman		E. Jacobsen memo to BOD re: CSFB First Mortgage Bond financing project, Deloitte & Touche USA LLP examination at Expanet's, likely timing of BOD meetings and public disclosures

1702	ACP	Document	12/09/02	K. Orme	Jerry Johnson, Larry Ness	Richter, Peg, Hyland, Richard, Jacobsen, Eric, Lewis, Merle, Fresia, Rick, Charters, John, Whilesel, Kurt, Bruce I. Smith, Polack, Steven L., Hoffman, Cliff, Arends, Craig, Pollock, Thomas R., Smoak, Karen, Fortnash, Barbara, Dewey, Irene	Memo re: issues with Expanets' accounting and "range of exposure" (prepared by Expanets, DAT and NOR)
1703	ACP	E-mail	12/09/02	T. Atkinson	K. Kiewer	K. Whilesel, R. Fresia, L. Clark	Re: Legal opinion of E. Jacobsen and A. Dieblich re: potential damages exposure in Schleicher arbitration
1704	ACP/AWP	Document	05/03/03	J. Dickey (Gibson Dunn & Crutcher LLP & Crutcher LLP)	NorthWestern Corp.		Interview with R. Hyland
1705	ACP/AWP	Document	05/03/03	J. Dickey (Gibson Dunn & Crutcher LLP & Crutcher LLP)	File		Summary Of Interviews with the following individuals: Dan Newell (NOR Senior VP), Kipp Orme (NOR CFO), Kurt Whilesel (NOR VP/Controller), Mike Newman (NOR Director of FP&A), Eric Jacobsen (NOR General Counsel), Mary Barrack (Expanets VP Legal Affairs), Mike Valente (Expanets Sr. VP Info. Tech.), John Charters (Expanets CEO), Lonnle Clark (Expanets Controller), Reggie Vigilante, Marty Smoak (Expanets CIO/CTO), Tim Atkinson (Expanets VP/General Counsel), Chris Younger (Expanets President), Jan Walker (former Expanets CEO), Rick Fresia (Expanets CFO), Kristine Donovan (former Expanets Controller), Kendall Kiewer, Alan Dieblich, Tom Knapp (NOR attorney), Becky Roof (Alix Partners), Cliff Hoffman (Deloitte & Touche USA LLP), Steve Polack (Deloitte & Touche USA LLP), Jack Redding (Paul, Hastings, Janofsky & Walker LLP) and Tom Pollock (Paul, Hastings, Janofsky & Walker LLP).
1706	ACP/AWP	Document	04/08/03	Gibson Dunn & Crutcher LLP & Crutcher LLP			Partial Summary of Events at Expanets Related to Restatement at NorthWestern
1707	ACP	Document	Dec 2003	Jack Redding	Gary Drook		Gibson Dunn & Crutcher LLP Presentation to Litigation Committee of BOD re: ongoing suits
1708	ACP	E-mail	01/29/03	E. Jacobsen	Gary Drook		Issues to be discussed at Blue Dots BOD meeting
1709	ACP	E-mail	01/21/03	E. Jacobsen	Gary Drook	Mark Toney, Gary Thompson, Thomas Pollock	Financial issues at AVAYA and Expanets
1710	ACP	Document	Oct 2004	Paul, Hastings, Janofsky & Walker LLP			Sarbanes-Oxley
1711	ACP	Document					Riders 31A, 39A to financial statements
1712	ACP	Document	05/07/03	Disclosure Committee	Expanets Disclosure Subcommittee		First report, Q1 2003

1713	ACP	Document	02/08/02	Paul, Hastings, Janofsky & Walker LLP			Draft: Preliminary Confidential Offering Circular for NOR Notes
1714	ACP	Document	Sept 2002	Paul, Hastings, Janofsky & Walker LLP	SEC		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1715	ACP	Document	08/30/02	Paul, Hastings, Janofsky & Walker LLP	SEC		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1716	ACP	Document	08/14/02	T. Pollock, M. Zuppone	Deloitte & Touche USA LLP	NorthWestern Corp.	Class B common stock of Blue Dots and Expansels
1717	ACP	Document	June 2002	Paul, Hastings, Janofsky & Walker LLP	SEC		Draft letter re: S-4 and 2001 10-K filed by NorthWestern
1718	ACP	Document	June 2002	Paul, Hastings, Janofsky & Walker LLP	SEC		Draft letter re: S-4 and 2001 10-K filed by NorthWestern
1719	ACP	Document	June 2002	Paul, Hastings, Janofsky & Walker LLP	SEC		Draft letter re: S-4 and 2001 10-K filed by NorthWestern
1720	ACP	Document	07/12/02	Paul, Hastings, Janofsky & Walker LLP	SEC		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1721	ACP	Document	04/19/02	Scott Saks, Jon Tyras	E. Jacobsen	Alan Dietrich, Thomas Pollock, Charles Patricia, Kevin Corboy	NOR's potential to issue debt under FERC agreement Memo re: possible detailed response to a question that may come up during the quarterly earnings call regarding whether NorthWestern is the subject of a SEC inquiry or investigation
1722	ACP	Document	08/07/02	Thomas Pollock			Lead-in to 10-K re: year end adjustments requiring quarterly restatements
1723	ACP	Document					Insert to PHJW audit letter response detailing current and potential litigation
1724	ACP	Document					Information furnished to D&T as auditors at request of NorthWestern
1725	ACP	Document	04/09/03	Paul, Hastings, Janofsky & Walker LLP	Deloitte & Touche USA LLP		Memo re: Selected Risks, Trends, Uncertainties in Blue Dot's Business
1726	ACP	Document		Blue Dot Sarbanes-Oxley Subcommittee			Discussion of Blue Dots' Accrual Restatement by Members of Expansels' Disclosure Sub-Committee
1727	ACP	Document	03/24/03	Expansels Disclosure Subcommittee			Issues relative to 2002 10-K and quarterly restatements
1728	ACP	Document	03/24/03	Disclosure Committee	Expansels Disclosure Subcommittee		12-4-02 NOR BOD Meeting Postponed (NOR 072813-14; NOR 063216-7; NOR067845-86; NOR072813-14; NOR072815-16; NOR073773-74; NOR077858-59; NOR081375-76; NOR088910-11; NOR092308-09; NOR119158-9; NOR124696-7)
1729	ACP	Email	12/04/02	Lewis, Merle	Jacobson, Eric		NorthWestern Form S-4 (NOR 087633-34; NOR 076260-61)
1730	ACP	Email	09/06/02	Tyras, Jonathan C.	Jacobson, Eric; Orme, Kipp		NorthWestern (NOR 117952-953)
1731	ACP	Email	12/18/02	McCartick, James	Pollock, Steve	Voytek, Michael	Going Flat (NOR 160675-76)
1732	ACP	Email	12/20/02	Orme, Kipp	Jacobson, Eric		
1733	ACP	Packet	12/18/03	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Board of Directors		NOR reorganization plan (NOR 366792-809)

1734	ACP	Packet	08/25/03	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Board of Directors		Presentation re: NOR Reorganization (NOR 367014-041)
1735	ACP	Memo	08/19/03	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Board of Directors		NorthWestern Corporation Litigation Status Update (NOR 367140-151; NOR 368963-70)
1736	ACP/AWP	Presentation	08/20/03	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Board of Directors		NOR Chapter 11 Processes (NOR 368234-261)
1737	ACP	Packet	08/15/03	Paul, Hastings, Janofsky & Walker LLP	Jacobson, Eric		NorthWestern Corp. Litigation Status Update
1738	ACP	Email	05/06/02	Orme, Kipp	Jacobson, Eric		Securities Class Action Litigation (NOR 368029-037)
1739	ACP	Email	11/06/02	Jacobson, Eric	Schwitzer, Bill; Pollack, Thomas		SEC (NOR 405402-03)
1740	ACP	Email	02/04/03	Atkinson, Tim	Knaupp, Tom		Results (NOR 405928-930)
1741	ACP	Email	02/21/03	Michael Devore	Dietrich, Alan	Newell, Daniel	Schwitzer Witnesses (NOR 406074-075)
							Document Retention (NOR 406175-180)
1742	ACP/AWP	Report	07/18/03	Special Committee of the Board of Directors and PHJW as special counsel	NorthWestern Board of Directors		Performance Evaluation for John Charters (NOR 406416-55)
1743	ACP	Email	12/14/01	Nieman, Michael L	Dietrich, Alan; Monaghan, David A		PERC Filing (NOR 458032-035)
1744	ACP	Email	12/14/02	Orme, Kipp	Schrum, Roger; Jacobson, Eric	Scott Kline	Revised Re-Audit Release (NOR 469466)
1745	ACP	Email	12/05/02	Orme, Kipp	Bruce L. Smith; Hylland, Richard		Board Meeting Material (NOR 479145-146)
1746	ACP	Email	12/11/02	Jacobson, Eric	Smith, Bruce; Johnson, Jerry		Audit Comm. Review of Expenditures Issues (NOR 481065-066)

Privilege Log Name References		
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Gross	Clyde	NorthWestern Corporation
Hackett	Marty	Expanets, Inc.
Haeder	Donna	NorthWestern Corporation
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Holte	Klara L.	Paul, Hastings, Janofsky & Walker LLP
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Humble	Graham	Deloitte & Touche USA LLP
Hyland	Richard	NorthWestern Corporation
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Janke	Brenna	NorthWestern Corporation
Jauffret	Jennifer	Richards Layton & Finger
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Johnson	Joseph	Paul, Hastings, Janofsky & Walker LLP
Johnson	Vel	Expanets, Inc.
Kahn	Marguerite R.	Paul, Hastings, Janofsky & Walker LLP
Kaleczyc	Stan	Browning, Kaleczyc, Berry & Hoven
Kane	Debbie M	NorthWestern Corporation
Karell	Alan	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Kastin	David M.	Bryan Cave Robinson Silverman
Kaufman	Curt	BlueDots, Inc.
Kennedy	Charles M.	Jones Day
Kennedy	Rob	BlueDots, Inc.
Kindt	Ernest J.	NorthWestern Corporation Energy
Kinnard	D.B.	PPL Corporation
Klein	Scott	Paul, Hastings, Janofsky & Walker LLP
Kliwer	Kendall G.	KPMG International, NorthWestern Corporation
Kline	Scott C.	Paul, Hastings, Janofsky & Walker LLP
Knapp	Thomas	NorthWestern Corporation (General Counsel)
Kohl	Steve	Nyman & Kohl
Koolstra	Bryan	NorthWestern Corporation Growth Company, BlueDots, Inc.
Kovash	Keith	NorthWestern Corporation
Kubes	Steve	Arthur Andersen
Kurtz	David	Paul, Hastings, Janofsky & Walker LLP
Labenz	Richard J	KPMG International
Lafave	Bleau	NorthWestern Corporation
Lail	Crystal	NorthWestern Corporation
Lamey	Arthur F.	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Lane	B.	Gibson, Dunn & Crutcher LLP
Laplante	Robert	Simpson Thacher & Bartlett LLP
Larkin	Emily	NorthWestern Corporation
Lasker	R.	Cravath, Swaine & Moore LLP
Lawrence	Robert	Merrill Corporation
Layne	J.	Gibson, Dunn & Crutcher LLP
Levin	Janice E.	Paul, Hastings, Janofsky & Walker LLP
Lewis	Merle	NorthWestern Corporation
Leyendecker	Rodney	NorthWestern Corporation
Litman	Scott	Paul, Hastings, Janofsky & Walker LLP
Lopach	Dennis	NorthWestern Corporation (Attorney)

Privilege Log Name References		
Last Name	First Name	Employer
Lydic	Tammy	NorthWestern Corporation
Mack	Shelley	Gibson, Dunn & Crutcher LLP
Magie	Scott	NorthWestern Corporation
Manion	Michael P	NorthWestern Corporation (Attorney)
Marks	Patti	Dewey Ballantine LLP
marmueller@deloitte.com		Deloitte & Touche USA LLP
Masud	Ahmad	Credite Suisse Group (CSFB)
McCarrick	James	Paul, Hastings, Janofsky & Walker LLP
McGrady	Sean	Paul, Hastings, Janofsky & Walker LLP
Mead	R.	Gavin Anderson
Metcalf	Laurie	Securities and Exchange Commission
Mickelson	Mark	BlueDots, Inc.
Miller	Richard	NorthWestern Corporation
Mills	Roger	PricewaterhouseCoopers
Mitchell	James	Paul, Hastings, Janofsky & Walker LLP
Moloney	J.	Gibson, Dunn & Crutcher LLP
Monaghan	David A.	NorthWestern Corporation Energy, NorthWestern Corporation Communications
Moresco	Scott E.	KPMG International
Morris	D.	Gavin Anderson
Morrow	Donald L.	Paul, Hastings, Janofsky & Walker LLP
Mulholland	Evan	Paul, Hastings, Janofsky & Walker LLP
Musur	Robert J.	BearingPoint
Nault	C.	Gibson, Dunn & Crutcher LLP
Neal	Sally	NorthWestern Corporation
Neiman	Michael L.	NorthWestern Corporation
Nelson	Robert	Montana Consumer Council
Ness	Larry	NorthWestern Corporation
Newell	Daniel	NorthWestern Corporation Growth Company, BlueDots, Inc.
Newell	Dan	BlueDots, Inc.
Ng	Emille	NorthWestern Corporation
Nolander	Jan	NorthWestern Corporation
Norton	Dale	NorthWestern Corporation
Nye	Dick	NorthWestern Corporation
O'Brien	Peter	Dewey Ballantine LLP
Oen	Terri L.	KPMG International
O'Keefe	Jeffrey	Thomson Financial / Carson
Olbrantz	Jody	Arthur Andersen
Olson	David A.	Deloitte & Touche USA LLP, Arthur Andersen
Opich	Joseph P.	Paul, Hastings, Janofsky & Walker LLP
Orme	Kipp D.	NorthWestern Corporation
Owens	Gregory M.	Dewey Ballantine LLP
Paine	J. C.	Stoel Rives LLP
Pascoe	William	NorthWestern Corporation
Patrizia	Charles	Paul, Hastings, Janofsky & Walker LLP
Pearce	William P.	Pearce Durick
Pellegrino	Jeffrey	Paul, Hastings, Janofsky & Walker LLP
Petersen	Mark	Leonard, Street and Deinard Professional Association
Pohl	Curtis	NorthWestern Corporation
Polacek	Steven	Deloitte & Touche USA LLP
Pollock	Thomas R.	Paul, Hastings, Janofsky & Walker LLP
Price	Tonya	Expanets, Inc.
Pronesti	Frank	BlueDots, Inc.
Quam (Hanson)	Jana	NorthWestern Corporation
Quick	Laura	NorthWestern Corporation
Ralph	Pamela	NorthWestern Corporation

Privilege Log Name References

<u>Last Name</u>	<u>First Name</u>	<u>Employer</u>
Randen	Paula	NorthWestern Corporation
Rapkoch	Claudia	NorthWestern Corporation
Rappaport	Jennifer L.	Paul, Hastings, Janofsky & Walker LLP
Rausch	Dan	BlueDots, Inc.
Reardon	Pat	NorthWestern Corporation
Reding	John A.	Paul, Hastings, Janofsky & Walker LLP
Reidy	Daniel	Jones Day
Richter	Peg	NorthWestern Corporation
Roake	Tim	Gibson, Dunn & Crutcher LLP
Roark	Teri	BlueDots, Inc.
Roof	Becky	Alix Partners
Roos	David	Gibson, Dunn & Crutcher LLP
Rose	Kevin	Moody's Investors Service
Rose	Shea	NorthWestern Corporation
Rosenwasser	M.	Vinson & Elkins LLP
Ruffatto	Steven P.	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Rushon	Lisa K.	Paul, Hastings, Janofsky & Walker LLP
Sachs	Omri	Paul, Hastings, Janofsky & Walker LLP
Sagi	Mor	Cavallo Capital Corporation
Saks	Scott R.	Paul, Hastings, Janofsky & Walker LLP
Sanchez	Rosa	Leonard, Street and Deinard Professional Association
Scharfenberg	William P.	Paul, Hastings, Janofsky & Walker LLP
Schroepfel	Bobbi	NorthWestern Corporation
Schrum	Roger	NorthWestern Corporation
Schwartz	Melissa C.	Paul, Hastings, Janofsky & Walker LLP
Schwitzer	William F.	Paul, Hastings, Janofsky & Walker LLP
Scott	Richard	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Senechal	Ellen M.	Bank of New York, NorthWestern Corporation
Sengenberger	James	Expanets, Inc.
Seymann	Marilyn	NorthWestern Corporation
Shmulewitz	Jennifer	Paul, Hastings, Janofsky & Walker LLP
Shoesmith	Thomas M.	Paul, Hastings, Janofsky & Walker LLP
Short	Andrew M.	Paul, Hastings, Janofsky & Walker LLP
Showalter	Patricia	Paul, Hastings, Janofsky & Walker LLP
Smith	Bruce	NorthWestern Corporation
Smith	J. B.	Hamilton Communications
Smook	Karen	NorthWestern Corporation
Snella	Marty	Expanets, Inc.
Snider	Mark	BlueDots, Inc.
Sozio	Stephen G.	Jones Day
Stanford	Marcia	Leonard, Street and Deinard Professional Association
Staudinger	Gary	NorthWestern Corporation
Strjnik	Iwona	Paul, Hastings, Janofsky & Walker LLP
Strout	Wylie C.	Paul, Hastings, Janofsky & Walker LLP
Sullivan	William F.	Paul, Hastings, Janofsky & Walker LLP
Sun	David	Morgan Stanley
Superales	Linda	NorthWestern Corporation
Sutton	Kelth M.	Paul, Hastings, Janofsky & Walker LLP
Swindler	R.M.	Vinson & Elkins LLP
Taylor	Michael G.	Leonard, Street and Deinard Professional Association
Thielbar	Bart	NorthWestern Corporation
Thomas	Tiffany	NorthWestern Corporation
Thompson	Mark	NorthWestern Corporation
Thompson	C.	Bear Stearns
Thomson	Leslie	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Toney	Mark	Alix Partners, NorthWestern Corporation

Privilege Log Name References

Last Name	First Name	Employer
Torres	Rebecca	Paul, Hastings, Janofsky & Walker LLP
Trandem	Greg	NorthWestern Corporation
Tribble	Kimberly	Paul, Hastings, Janofsky & Walker LLP
Tyras	Jonathan C.	Paul, Hastings, Janofsky & Walker LLP
Urlinko	Lori	NorthWestern Corporation
Valente	Mike	Expanets, Inc.
Van Camp	John	NorthWestern Corporation
Van Egmond	Lee	Reed Smith
Van Roden	John	NorthWestern Corporation
Vegliante	Reggie	NorthWestern Corporation
Vermiere	Richard	Gibson, Dunn & Crutcher LLP
Vesco	Elaine A.	NorthWestern Corporation
Vickman	S.	Deloitte & Touche USA LLP
Voecks	Shelly	NorthWestern Corporation
Voytek	Michael	Paul, Hastings, Janofsky & Walker LLP
Wagner	Dennis	NorthWestern Corporation
Walker	Jim	Expanets, Inc.
Wallman	Kristi	NorthWestern Corporation Communications
Walsh	Richard P.	NorthWestern Corporation
Watson	Ted	NorthWestern Corporation
Watson	Tom	NorthWestern Corporation
Weiler	Steven	Leonard, Street and Deinard Professional Association
Weiner	Christy	NorthWestern Corporation
Weitz	Mark	Leonard, Street and Deinard Professional Association
Welch	Jamie	Credite Suisse Group (CSFB)
Whitesel	Kurt	NorthWestern Corporation
Whitney	Kate	Montana Public Service Commission
Whurlocker	E.	PPL Corporation
Wiese	Jon	Expanets, Inc.
Wilcox	Joyce F	NorthWestern Corporation
Williams	Todd	ELM Investments LLC
Wilson	Brody	PricewaterhouseCoopers
Wilson	Nicole	NorthWestern Corporation

Exhibit 9

Magten / North Western

Documents Referenced in 4/5/07 Bagnato Letter

Date Received	Bates Range	Does Claimed To Be On 3/23/07 Privilege Log	Does Admitted Not To Be On 3/23/07 Privilege Log
November 9, 2006	NOR000001 – NOR010267		
December 18, 2006 (Replaced by CD on January 12, 2007) ¹	NOR010268 – NOR024601		
December 21, 2006 (Replaced by CD on January 12, 2007) ²	NOR024602 – NOR034876		
January 4, 2007	NOR034877 – NOR043145		
January 5, 2007	NOR043146 – NOR045476		
January 11, 2007	NOR045477 – NOR061203	NOR053296 – NOR053297	
January 19, 2007 (Replaced by CD on January 24, 2007) ³	NOR061204 – NOR125681	NOR066670 – NOR066671 NOR075185 – NOR075186 NOR086411 – NOR086412 NOR086481 – NOR086501 NOR088303 – NOR088305 NOR121152 – NOR121173	NOR063216 – NOR063217 NOR067845 – NOR067886 NOR072813 – NOR072814 NOR072815 – NOR072816 NOR073773 – NOR073774 NOR076260 – NOR076261 NOR077858 – NOR077859 NOR081375 – NOR081376 NOR088910 – NOR088911 NOR092308 – NOR092309 NOR087633 – NOR087634

¹ Privileged documents were inadvertently produced² Privileged documents were inadvertently produced³ CD contained corrupt files

Date Received	Bates Range	Docs Claimed To Be On 3/23/07/Privilege Log	Docs Admitted Not To Be On 3/23/07/Privilege Log
			NOR117952 – NOR117953 NOR119158 – NOR119159 NOR124686 – NOR124687
January 25, 2007 (Replaced by CD on February 12, 2007) ⁴	NOR125682 – NOR198028	NOR131455 NOR135865 – NOR135867 NOR142061 NOR149263 – NOR149264 NOR160675 – NOR160676 NOR173136 – NOR173138 NOR184691 – NOR184694 NOR184858 – NOR184859 NOR185818 – NOR185820 NOR187057 – NOR187058 NOR192884 – NOR192983 NOR193851 – NOR193853	NOR160675 – NOR160676
January 26, 2007	NOR198029 – NOR201057		
February 1, 2007	NOR201058 – NOR240526	NOR240045 – NOR240046	
February 9, 2007	NOR240527 – NOR301546	NOR265143 NOR275785	
February 20, 2007	NOR301547 – NOR317414		
February 26, 2007	NOR317415 – NOR348807		
March 5, 2007	NOR348808 – NOR440107	NOR371624 – NOR372806 NOR374782 – NOR374792 NOR374829 – NOR375523 NOR411358 – NOR411450 NOR413446 – NOR413500 NOR414057 – NOR414114	NOR366792 – NOR366809 NOR367014 – NOR367041 NOR367140 – NOR367151 NOR368029 – NOR368037 NOR368234 – NOR368261 NOR368363 – NOR368370 NOR405402 – NOR405403

⁴ Privileged and non-responsive documents were inadvertently produced.

Date Received	Bates Range	Docs Claimed To Be On 3/23/07 Privilege Log	Docs Admitted Not To Be On 3/23/07 Privilege Log
			NOR405928 – NOR405930 NOR406074 – NOR406075 NOR406175 – NOR406180 NOR406416 – NOR406455
March 12, 2007	NOR440108 – NOR441574		
March 14, 2007	NOR441575 – NOR462091	NOR441828 – NOR441832 NOR452810 – NOR452811 NOR452812 NOR452820 NOR458221 – NOR458226 NOR459119 – NOR459120 NOR458213 – NOR458215	NOR458032 – NOR458035
March 16, 2007	NOR462092 – NOR463514		
March 23, 2007	NOR463515 – NOR487037	NOR463654 NOR481063 – NOR481064 NOR481065 – NOR481066 NOR482791 – NOR482793	NOR469466 NOR479145 – NOR479146 NOR481065 – NOR481066

Exhibit 10

Exhibit 10

Redacted in its entirety

Exhibit 11

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

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E-MAIL JBAGNATO@CM-P.COM

February 12, 2007

VIA FEDERAL EXPRESS

Bonnie Steingart, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004-1980

Paul Spagnoletti, Esq.
Davis Polk & Wardwell
1600 El Camino Real
Menlo Park, CA 94025

Stanley Kaleczyc, Esq.
Browning, Kaleczyc, Berry & Hoven, P.C.
139 North Last Chance Gulch
Helena, MT 59601

Re: *Magten Asset Management Corp. and Law
Debenture Trust Co. v. NorthWestern Corp.*;
C.A. No. 04-1494-JJF

Dear Counsel:

It has come to our attention that the DVD produced to you on January 25, 2007, inadvertently contained attorney-client privileged and nonresponsive documents. The bates ranges affected by this error are:

✓NOR177039 – NOR179214

✓NOR179313 – NOR180896

NOR179215 – NOR179301

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
ATTORNEYS AND COUNSELLORS AT LAW

Page 2

February 12, 2007

NOR180897 – NOR181566.

Pursuant to Fed. R. Civ. P. 26(b)(5)(B), please destroy the DVD that was previously sent to you on or about January 25, 2007, or return it to my attention. I enclose a replacement DVD on which these documents have been removed from the production and replaced with blank pages. Thank you for your attention to this matter.

Sincerely,



Jennifer A. Bagnato

Exhibit 12

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

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E-MAIL JBAGNATO@CM-P.COM

March 23, 2007

VIA HAND DELIVERY

Bonnie Steingart, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004-1980

Re: *Magten Asset Management Corp. and Law
Debenture Trust Co. v. NorthWestern Corp.*;
C.A. No. 04-1494-JJF

Dear Bonnie:

Enclosed, on behalf of NorthWestern Corporation ("NorthWestern"), Michael J. Hanson and Ernest J. Kindt, please find the privilege log related to documents produced in connection with plaintiffs' first and second requests. We have provided a name reference chart with employer information for the names contained on the privilege log.

In addition, I also enclose a DVD containing documents which we initially considered to be privileged but upon further review, have decided to produce. The documents on the DVD are numbered NOR463515 – 487037. Documents numbered NOR463515 – NOR464415 are produced on behalf of NorthWestern, Michael J. Hanson and Ernest J. Kindt. Documents numbered NOR464416 – 487037 are produced on behalf of NorthWestern. Also contained on the DVD is a Concordance load file which describes the document request number to which each document is responsive.

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
ATTORNEYS AND COUNSELLORS AT LAW

Page 2

Bonnie Steingart, Esq.
March 23, 2007

The load file can be converted to another format (such as Word or Excel) for your convenience.

Very truly yours,


Jennifer A. Bagnato

Enclosure

Cc: Paul Spagnoletti, Esq.
Stanley T. Kaleczyc, Esq.
(with enclosure via Federal Express)

Exhibit 13

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

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April 12, 2007

VIA EMAIL

John W. Brewer
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004

Re: *Magten Asset Management Corp. and Law
Debenture Trust Co. v. NorthWestern Corp.*;
C.A. No. 04-1494-JJF

Dear John:

The document numbered NOR 374460 through NOR374530 contains attorney work product and attorney client privileged information and was inadvertently produced. Pursuant to Fed. R. Civ. P. 26(b)(5)(B), and paragraph 8 of the Stipulated Protective Order filed in the above referenced action, please destroy NOR 374460 through NOR374530, or return this document to me.

Very truly yours,

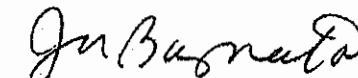

Jennifer A. Bagnato

Exhibit 14

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

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MEXICO CITY WASHINGTON, D.C.
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WRITER'S DIRECT:
TEL: (212) 696-8895
E-MAIL JBAGNATO@CM-P.COM

April 12, 2007

VIA EMAIL

John W. Brewer
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004

Re: *Magten Asset Management Corp. and Law
Debenture Trust Co. v. NorthWestern Corp.*;
C.A. No. 04-1494-JJF

Dear John:

The following documents contain attorney work product and attorney client privileged information and were inadvertently produced:

NOR 067847-067849
NOR 086481-086559
NOR 367071-367073
NOR 367124-367130
NOR 368038-368101

Pursuant to Fed. R. Civ. P. 26(b)(5)(B), and paragraph 8 of the Stipulated Protective Order filed in the above referenced action, please destroy all of the documents listed above, or return these documents to me.

Very truly yours,


Jennifer A. Bagnato

Exhibit 15

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

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E-MAIL JPIZZURRO@CM-P.COM

April 11, 2007

Bonnie Steingart, Esq.
John W. Brewer, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004-1980

Dear Counsel:

We have John Brewer's letter of earlier today regarding the privileged documents which were inadvertently produced on behalf of NorthWestern. The characterization in that letter of the provisions of Judge Farnan's Protective Order is both erroneous and presumptuous. Nothing in that Order gives the receiving party the right to unilaterally determine whether the notice is reasonable, the production inadvertent or the documents privileged. The Order is clear. When the receiving party gets a notice of inadvertent production of privileged material, that party must return or destroy the material. Thereafter, the burden is on the receiving party to move for an order compelling production "but such motion shall not assert as a ground for entering such an order the fact or circumstances of the inadvertent production." And until such a motion is decided, the receiving party is absolutely prohibited from making any use of the documents in question.

The procedures and burdens imposed by the Court's Order are fully consistent with the provisions Rule 26(b)(5)(B) of the Federal Rules of Civil Procedure, the provisions of which are conveniently omitted from Mr. Brewer's letter. Under that Rule, once the receiving party is notified of the claim of privilege with respect to documents already produced, the receiving party is under an absolute obligation to return, destroy or sequester those documents and bears the burden of bringing a motion before the Court to compel production.

Thus, under both Federal Rules and Judge Farnan's Order, it is clear that your obligation is absolute. The designated documents must be returned or destroyed. Furthermore, you may make no use of any sort of those documents until you have made a motion and persuaded the Special Master or Court that the documents are not privileged. Furthermore, you

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
ATTORNEYS AND COUNSELLORS AT LAW

Bonnie Steingart, Esq.
John W. Brewer, Esq.
April 11, 2007


Page 2

may not assert as a basis for such a motion the "fact or circumstances of the inadvertent production."*

Your attempt to shift the burden on these issues to NorthWestern as the producing party is impermissible. NorthWestern is under no obligation to seek a protective order. Plaintiffs must move, or be forever prohibited from making any use of the documents. Indeed, much of Mr. Brewer's letter suggests that a review of these documents was undertaken subsequent to our notice to you of April 5 which would itself constitute a violation of the Order and the Rule.

If Plaintiffs use any of the designated documents for any purpose whatsoever prior to a determination by the Court or Special Master that such documents are not privileged, you will not only be in violation of the Federal Rules but also in violation of Judge Farnan's Order, and we will pursue every remedy available to us, including seeking an Order that Plaintiffs and their counsel are in contempt of Court.

Yours truly,


Joseph D. Pizzurro

cc: Gary L. Kaplan, Esq.
Victoria W. Counihan, Esq.
Denise Seastone Kraft, Esq.
Dennis A. Meloro, Esq.
John V. Snellings, Esq.
Dale R. Dubé, Esq.
Stanley T. Kaleczyc, Esq.
Kimberly A. Beatty, Esq.

* While completely irrelevant to a determination of whether the documents in question are privileged, we note that Mr. Brewer's characterization of the circumstances of prior production recalls and consistent treatment of documents is either mistaken or intentionally misleading.

Exhibit 16

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WRITER'S DIRECT:
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April 9, 2007

VIA EMAIL

John W. Brewer, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004


Re: *Magten Asset Management Corp. and Law
Debenture Trust Co. v. NorthWestern Corp.*;
C.A. No. 04-1494-JJF

Dear John:

In response to your March 29 letter, please see the attached chart which lists the documents on the privilege log of NorthWestern Corporation that we understand were produced to the Securities and Exchange Commission ("SEC"). We maintain our position that the delivery of these documents to the SEC does not constitute a waiver of any attorney client privilege or attorney work product privilege associated with these documents. In addition, we maintain our position that under Fed. R. Evid. 408, you are not entitled to documents designated on the log as Privilege Doc. Nos. 1512-1519 because these documents relate to settlement negotiations between NorthWestern (through its attorneys at Paul, Hastings, Janofsky & Walker LLP) and the SEC.

We are reviewing the items listed in your April 5 letter and will provide a response later this week.

Very truly yours,


Jennifer A. Bagnato

Enclosure attached

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP
ATTORNEYS AND COUNSELLORS AT LAW

Page 2

John W. Brewer, Esq.
April 9, 2007

Priv. Doc. No. 1	Priv. Doc. No. 205	Priv. Doc. No. 373
Priv. Doc. No. 2	Priv. Doc. No. 206	Priv. Doc. No. 376
Priv. Doc. No. 6	Priv. Doc. No. 209	Priv. Doc. No. 382
Priv. Doc. No. 15	Priv. Doc. No. 212	Priv. Doc. No. 384
Priv. Doc. No. 16	Priv. Doc. No. 218	Priv. Doc. No. 388
Priv. Doc. No. 71	Priv. Doc. No. 219	Priv. Doc. No. 389
Priv. Doc. No. 84	Priv. Doc. No. 220	Priv. Doc. No. 392
Priv. Doc. No. 91	Priv. Doc. No. 221	Priv. Doc. No. 395
Priv. Doc. No. 92	Priv. Doc. No. 225	Priv. Doc. No. 396
Priv. Doc. No. 100	Priv. Doc. No. 227	Priv. Doc. No. 397
Priv. Doc. No. 108	Priv. Doc. No. 231	Priv. Doc. No. 401
Priv. Doc. No. 142	Priv. Doc. No. 243	Priv. Doc. No. 402
Priv. Doc. No. 143	Priv. Doc. No. 244	Priv. Doc. No. 403
Priv. Doc. No. 146	Priv. Doc. No. 272	Priv. Doc. No. 406
Priv. Doc. No. 147	Priv. Doc. No. 273	Priv. Doc. No. 407
Priv. Doc. No. 149	Priv. Doc. No. 275	Priv. Doc. No. 408
Priv. Doc. No. 150	Priv. Doc. No. 279	Priv. Doc. No. 409
Priv. Doc. No. 151	Priv. Doc. No. 293	Priv. Doc. No. 411
Priv. Doc. No. 160	Priv. Doc. No. 295	Priv. Doc. No. 412
Priv. Doc. No. 161	Priv. Doc. No. 296	Priv. Doc. No. 413
Priv. Doc. No. 162	Priv. Doc. No. 297	Priv. Doc. No. 414
Priv. Doc. No. 164	Priv. Doc. No. 299	Priv. Doc. No. 415
Priv. Doc. No. 166	Priv. Doc. No. 300	Priv. Doc. No. 417
Priv. Doc. No. 171	Priv. Doc. No. 301	Priv. Doc. No. 418
Priv. Doc. No. 173	Priv. Doc. No. 322	Priv. Doc. No. 419
Priv. Doc. No. 174	Priv. Doc. No. 323	Priv. Doc. No. 420
Priv. Doc. No. 177	Priv. Doc. No. 331	Priv. Doc. No. 421
Priv. Doc. No. 178	Priv. Doc. No. 344	Priv. Doc. No. 422
Priv. Doc. No. 180	Priv. Doc. No. 346	Priv. Doc. No. 423
Priv. Doc. No. 181	Priv. Doc. No. 347	Priv. Doc. No. 424
Priv. Doc. No. 183	Priv. Doc. No. 348	Priv. Doc. No. 426
Priv. Doc. No. 184	Priv. Doc. No. 350	Priv. Doc. No. 430
Priv. Doc. No. 187	Priv. Doc. No. 351	Priv. Doc. No. 431
Priv. Doc. No. 188	Priv. Doc. No. 352	Priv. Doc. No. 432
Priv. Doc. No. 191	Priv. Doc. No. 353	Priv. Doc. No. 434
Priv. Doc. No. 193	Priv. Doc. No. 362	Priv. Doc. No. 435
Priv. Doc. No. 194	Priv. Doc. No. 364	Priv. Doc. No. 436
Priv. Doc. No. 195	Priv. Doc. No. 367	Priv. Doc. No. 437
Priv. Doc. No. 196	Priv. Doc. No. 368	Priv. Doc. No. 438
Priv. Doc. No. 197	Priv. Doc. No. 369	Priv. Doc. No. 439
Priv. Doc. No. 204	Priv. Doc. No. 370	Priv. Doc. No. 440

CURTIS, MALLET-PREVOST, COLT & MOBLE LLP
ATTORNEYS AND COUNSELLORS AT LAW

Page 3

John W. Brewer, Esq.
April 9, 2007

Priv. Doc. No. 441	Priv. Doc. No. 538	Priv. Doc. No. 743
Priv. Doc. No. 442	Priv. Doc. No. 539	Priv. Doc. No. 744
Priv. Doc. No. 443	Priv. Doc. No. 540	Priv. Doc. No. 748
Priv. Doc. No. 444	Priv. Doc. No. 541	Priv. Doc. No. 758
Priv. Doc. No. 453	Priv. Doc. No. 542	Priv. Doc. No. 761
Priv. Doc. No. 454	Priv. Doc. No. 543	Priv. Doc. No. 763
Priv. Doc. No. 455	Priv. Doc. No. 544	Priv. Doc. No. 770
Priv. Doc. No. 457	Priv. Doc. No. 545	Priv. Doc. No. 782
Priv. Doc. No. 458	Priv. Doc. No. 546	Priv. Doc. No. 794
Priv. Doc. No. 459	Priv. Doc. No. 547	Priv. Doc. No. 795
Priv. Doc. No. 463	Priv. Doc. No. 550	Priv. Doc. No. 800
Priv. Doc. No. 464	Priv. Doc. No. 551	Priv. Doc. No. 802
Priv. Doc. No. 465	Priv. Doc. No. 558	Priv. Doc. No. 807
Priv. Doc. No. 466	Priv. Doc. No. 563	Priv. Doc. No. 1467-1510
Priv. Doc. No. 467	Priv. Doc. No. 564	Priv. Doc. No. 1512
Priv. Doc. No. 478	Priv. Doc. No. 565	Priv. Doc. No. 1513
Priv. Doc. No. 485	Priv. Doc. No. 573	Priv. Doc. No. 1514
Priv. Doc. No. 487	Priv. Doc. No. 575	Priv. Doc. No. 1515
Priv. Doc. No. 488	Priv. Doc. No. 579	Priv. Doc. No. 1516
Priv. Doc. No. 489	Priv. Doc. No. 595	Priv. Doc. No. 1517
Priv. Doc. No. 490	Priv. Doc. No. 596	Priv. Doc. No. 1518
Priv. Doc. No. 491	Priv. Doc. No. 600	Priv. Doc. No. 1519
Priv. Doc. No. 492	Priv. Doc. No. 610	Priv. Doc. No. 1626-1656
Priv. Doc. No. 493	Priv. Doc. No. 614	Priv. Doc. No. 1658-1706
Priv. Doc. No. 494	Priv. Doc. No. 615	Priv. Doc. No. 1708
Priv. Doc. No. 495	Priv. Doc. No. 619	Priv. Doc. No. 1709
Priv. Doc. No. 497	Priv. Doc. No. 620	Priv. Doc. No. 1711-1729
Priv. Doc. No. 498	Priv. Doc. No. 624	Priv. Doc. No. 1731
Priv. Doc. No. 499	Priv. Doc. No. 626	Priv. Doc. No. 1733
Priv. Doc. No. 500	Priv. Doc. No. 628	Priv. Doc. No. 1734
Priv. Doc. No. 502	Priv. Doc. No. 633	Priv. Doc. No. 1735
Priv. Doc. No. 505	Priv. Doc. No. 645	Priv. Doc. No. 1736
Priv. Doc. No. 510	Priv. Doc. No. 648	Priv. Doc. No. 1737
Priv. Doc. No. 511	Priv. Doc. No. 650	Priv. Doc. No. 1738
Priv. Doc. No. 529	Priv. Doc. No. 651	Priv. Doc. No. 1739
Priv. Doc. No. 530	Priv. Doc. No. 652	Priv. Doc. No. 1740
Priv. Doc. No. 531	Priv. Doc. No. 661	Priv. Doc. No. 1741
Priv. Doc. No. 532	Priv. Doc. No. 688	Priv. Doc. No. 1742
Priv. Doc. No. 533	Priv. Doc. No. 692	
Priv. Doc. No. 534	Priv. Doc. No. 696	
Priv. Doc. No. 535	Priv. Doc. No. 697	
Priv. Doc. No. 536	Priv. Doc. No. 725	
Priv. Doc. No. 537	Priv. Doc. No. 729	

Exhibit 17

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March 14, 2007

Joseph D. Pizzuro
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, NY 10178

Dear Joe:

As the deadlines for completion of NorthWestern's document production and privilege log approach, I wanted to follow up on a point you made in passing when we were before the Special Master. You took the position that you did not necessarily agree that your client's disclosure of documents to the SEC would waive any privilege or work product protection that might otherwise be available, despite the Third Circuit's clear holding to the contrary in *Westinghouse Elec. Corp. v. Republic of Philippines*, 951 F.2d 1414 (3d Cir. 1992). You indicated that this was because the *Westinghouse* case had been appealed out of the District of New Jersey, while our case was pending in Delaware.

On its face, the *Westinghouse* decision says nothing limiting its application to New Jersey or cases involving New Jersey law, but rather bases its holding on general common law principles applicable in any jurisdiction. We take it that you may have been hoping to combine the reference in Fed. R. Evid. 501 to the determination of certain privilege questions according to State law with Chancellor Chandler's unreported decision in *Saito v. McKesson HBOC, Inc.*, 2002 Del. Ch. LEXIS 125, recognizing so-called selective waiver. But even if *Saito* is a correct statement of Delaware state privilege law, it would have no application here. The "State law" rule 501 refers to is not the privilege law of the forum state where, as here, the forum state neither supplies the law governing the substantive claims in the case nor has anything to do with the assertedly privileged communications at issue. See, e.g., *Lego v. Stratos Lightwave, Inc.*, 224 F.R.D. 576, 578-79 (S.D.N.Y. 2004), and the numerous cases cited therein.

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Joseph D. Pizzuro

March 14, 2007

Here, the substantive law governing plaintiffs' claims against NorthWestern is that of Montana, and it seems quite unlikely that any of the underlying documents disclosed to the SEC were created in Delaware. We are unaware of any Montana state law authority recognizing the selective waiver concept endorsed in *Saito*. As can be seen by the current heated controversy over proposed Fed. R. Evid. 502(c), which, if and when adopted, would enact the approach taken by cases like *Saito*, this is decidedly the minority position at present. Accordingly, we believe that the majority rule as adopted by the Third Circuit in *Westinghouse* is applicable here, and request that you consider carefully whether you have a good faith basis for withholding otherwise responsive documents which have been previously shared with the SEC. To the extent that you nonetheless refuse to provide such documents, we expect that your privilege log will clearly disclose which logged documents have been provided to the SEC or other third parties, to facilitate the necessary resolution of any disputes.

Very truly yours,



John W. Brewer

JWB:ner

547034.1

Exhibit 18

Exhibit 18

Redacted in its entirety

Exhibit 19

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April 5, 2007

VIA EMAIL

Joseph Pizzurro
Nancy Delaney
Jennifer A. Bagnato
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, NY 10178

Re: Privilege Log Issues

Dear Counsel:

We are still awaiting a response to my March 29 letter to Joe with respect to certain apparent deficiencies in your privilege log. Our review of the log is continuing and we reserve the right to raise additional issues in the future.

Attached is a list of items from your privilege log that simply do not appear to be privileged based on the information provided on the face of the log. This list covers only a portion of the log. We will provide you with a similar list with additional items from the balance of the log. This list includes both documents where no lawyer is shown as associated with the document and documents that are shown (based on the information you provided in the accompanying names index) as having been communicated to or from third parties outside any attorney/client relationship NorthWestern or its subsidiaries might have had. Please produce such documents immediately or supplement your log to provide an adequate factual basis for your claim of privilege.

Also, please clarify which of the law firms listed on the privilege log represented NorthWestern and/or its subsidiaries and which, if any, represented third parties. For example, item no. 812 would be privileged only if Paul Hastings and Cravath were both representing NorthWestern. If each and every lawyer and law firm on the index of names you provided was in fact representing NorthWestern at the relevant time, please

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Joseph Pizzurro
Nancy Delaney
Jennifer A. Bagnato

April 5, 2007
Page 2

confirm that explicitly.

Thank you for your prompt attention to these issues.

Sincerely,

A handwritten signature in dark ink, appearing to read "John W. Brewer", with a long horizontal flourish extending to the right.

John W. Brewer

cc: Gary Kaplan
Bonnie Steingart
Dale R. Dubé
John V. Snellings
Victoria Counihan

548254.1

Initial List of Apparently Non-Privileged Documents by Document No.

Doc No. 2	Doc No. 218	Doc No. 352	Doc No. 489
Doc No. 16	Doc No. 219	Doc No. 361	Doc No. 531
Doc No. 29	Doc No. 221	Doc No. 364	Doc No. 532
Doc No. 41	Doc No. 223	Doc No. 367	Doc No. 533
Doc No. 55	Doc No. 224	Doc No. 368	Doc No. 536
Doc No. 56	Doc No. 229	Doc No. 369	Doc No. 540
Doc No. 61	Doc No. 231	Doc No. 370	Doc No. 541
Doc No. 69	Doc No. 233	Doc No. 373	Doc No. 543
Doc No. 87	Doc No. 238	Doc No. 389	Doc No. 547
Doc No. 91	Doc No. 239	Doc No. 391	Doc No. 562
Doc No. 92	Doc No. 240	Doc No. 392	Doc No. 563
Doc. No. 94	Doc No. 241	Doc No. 395	Doc No. 564
Doc No. 100	Doc No. 243	Doc No. 402	Doc No. 565
Doc No. 103	Doc No. 246	Doc No. 404	Doc No. 567
Doc No. 107	Doc No. 247	Doc No. 411	Doc No. 568
Doc No. 111	Doc No. 248	Doc No. 412	Doc No. 569
Doc No. 112	Doc No. 255	Doc No. 417	Doc No. 572
Doc No. 114	Doc No. 261	Doc No. 420	Doc No. 577
Doc No. 139	Doc No. 262	Doc No. 422	Doc No. 579
Doc No. 140	Doc No. 263	Doc No. 424	Doc No. 582
Doc No. 141	Doc No. 264	Doc No. 425	Doc No. 583
Doc No. 166	Doc No. 265	Doc No. 426	Doc No. 584
Doc No. 177	Doc No. 266	Doc No. 427	Doc No. 586
Doc No. 181	Doc No. 267	Doc No. 428	Doc No. 592
Doc No. 182	Doc No. 268	Doc No. 429	Doc No. 594
Doc No. 183	Doc No. 269	Doc No. 433	Doc No. 596
Doc No. 184	Doc No. 270	Doc No. 434	Doc No. 597
Doc No. 187	Doc No. 271	Doc No. 436	Doc No. 598
Doc No. 188	Doc No. 274	Doc No. 445	
Doc No. 191	Doc No. 275	Doc No. 446	
Doc No. 193	Doc No. 276	Doc No. 447	
Doc No. 194	Doc No. 277	Doc No. 448	
Doc No. 195	Doc No. 278	Doc No. 449	
Doc No. 196	Doc No. 280	Doc No. 450	
Doc No. 197	Doc No. 281	Doc No. 455	
Doc No. 199	Doc No. 282	Doc No. 456	
Doc No. 204	Doc No. 338	Doc No. 457	
Doc No. 207	Doc No. 341	Doc No. 460	
Doc No. 208	Doc No. 344	Doc No. 465	
Doc No. 209	Doc No. 348	Doc No. 466	
Doc No. 213	Doc No. 349	Doc No. 467	
Doc No. 216	Doc No. 350	Doc No. 472	
Doc No. 217	Doc No. 351	Doc No. 484	

Exhibit 20

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April 10, 2007

VIA EMAIL

Joseph Pizzurro
Nancy Delaney
Jennifer A. Bagnato
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, NY 10178

Dear Counsel:

Further to my letter of April 5, attached is a second list of items from your privilege log which appear on the face of the log not to be privileged (separate and apart from whether any privilege may have been waived by subsequent disclosure to the SEC not acknowledged in your initial log). Our review is continuing, and, in particular, the information requested in my prior letter as to which law firms may have been representing clients other than NorthWestern may lead to a number of additional such items.

Separately, we note that some items are described as "[redacted and produced]" (e.g., 652) and others as simply "[redacted]" (e.g., 1521). Please clarify whether the documents where the annotation does not specify that they were produced were or were not produced in redacted form. For all documents on your log which were produced in redacted form, please provide the Bates numbers of the redacted version and the item number on your log it corresponds to.

Sincerely,

A handwritten signature in dark ink, appearing to read "John W. Brewer".

John W. Brewer

cc: Gary Kaplan
Bonnie Steingart
Dale R. Dubé
John V. Snellings
Victoria Counihan

Ffhy02/548274.1

Second List of Apparently Non-Privileged Documents by Document No.

Doc No. 611	Doc No. 810	Doc No. 1335
Doc No. 612	Doc No. 865	Doc No. 1336
Doc No. 613	Doc No. 1051	Doc No. 1337
Doc No. 616	Doc No. 1052	Doc No. 1338
Doc No. 617	Doc No. 1154	Doc No. 1378
Doc No. 618	Doc No. 1155	Doc No. 1379
Doc No. 620	Doc No. 1156	Doc No. 1404
Doc No. 622	Doc No. 1157	Doc No. 1410
Doc No. 631	Doc No. 1158	Doc No. 1411
Doc No. 638	Doc No. 1159	Doc No. 1412
Doc No. 641	Doc No. 1182	Doc No. 1413
Doc No. 664	Doc No. 1199	Doc No. 1414
Doc No. 671	Doc No. 1214	Doc No. 1419
Doc No. 679	Doc No. 1232	Doc No. 1444
Doc No. 687	Doc No. 1233	Doc No. 1462
Doc No. 702	Doc No. 1237	Doc No. 1463
Doc No. 704	Doc No. 1242	Doc No. 1521
Doc No. 708	Doc No. 1254	
Doc No. 709	Doc No. 1255	
Doc No. 710	Doc No. 1256	
Doc No. 712	Doc No. 1257	
Doc No. 713	Doc No. 1260	
Doc No. 721	Doc No. 1261	
Doc No. 724	Doc No. 1262	
Doc No. 725	Doc No. 1263	
Doc No. 726	Doc No. 1264	
Doc No. 727	Doc No. 1265	
Doc No. 730	Doc No. 1266	
Doc No. 734	Doc No. 1267	
Doc No. 735	Doc No. 1268	
Doc No. 736	Doc No. 1269	
Doc No. 737	Doc No. 1270	
Doc No. 738	Doc No. 1271	
Doc No. 740	Doc No. 1272	
Doc No. 746	Doc No. 1273	
Doc No. 753	Doc No. 1280	
Doc No. 771	Doc No. 1281	
Doc No. 784	Doc No. 1282	
Doc No. 789	Doc No. 1331	
Doc No. 791	Doc No. 1332	
Doc No. 798	Doc No. 1333	
Doc No. 799	Doc No. 1334	

Exhibit 21

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January 26, 2007

VIA E-MAIL

Joseph D. Pizzurro
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, NY 10178-0061

**Re: *Magten Asset Management Corp. and Law Debenture Trust Co.
v. Northwestern Corp.; C.A. No. 04-1494-JJF; Magten Asset
Management Corp. v. Michael J. Hanson and Ernie J. Kindt;
C.A. No. 05-0499-JJF***

Dear Joe:

We are writing to alert you to a technical glitch affecting some of the documents in the production you have made to date.

As we have reviewed the first few installments, it has come to our attention that certain of the documents produced cannot be properly viewed, either on-screen or when printed out. Specifically, certain Excel spreadsheets cannot be viewed as a complete spreadsheet because the documents are cut off both on-screen and when printed, and the missing pieces cannot easily be matched up. As we understand it, these problem documents were produced in TIF format. However, given these problems, it appears that in order to be able to review such Excel documents effectively, we need the native version (*i.e.* the Excel format) of the documents. According to our technical support people, along with these native documents we will need a loadfile that will allow us to import the documents into our current database. This loadfile will need to contain both the BegDoc (*i.e.* the beginning bates number) and the name of the Excel file. If your technical people think a different approach would be more effective in resolving the problem, we're happy to discuss that.

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January 26, 2007
Page 2

We attach as exhibit A is a list of documents from the earlier tranches of the production that we know present this problem. This list is not necessarily comprehensive, and does not reflect review of the more recently-received installments. We would appreciate it if you could please send us appropriately-formatted replacements for these documents and all others from the later (and future) installments which are likely to present the same issue so that neither of us needs to repeat this exercise.

Thank you for your prompt attention to this matter.

Sincerely,



John W. Brewer

cc: Gary Kaplan
Bonnie Steingart
Dale R. Dubé
John V. Snellings
Victoria Counihan

EXHIBIT A

NOR010279 – NOR010677
NOR010678 – NOR011153
NOR011154 – NOR011567
NOR011568 – NOR011695
NOR011696 – NOR011917
NOR011918 – NOR012045
NOR012047 – NOR012157
NOR014959 – NOR015694
NOR017572 – NOR017582
NOR018536 – NOR019095
NOR021871 – NOR022292
NOR023520 – NOR023893
NOR025170 – NOR025314
NOR025552 – NOR025722
NOR025723 – NOR025817
NOR025960 – NOR026172
NOR026686 – NOR027175
NOR028599 – NOR028798
NOR028853 – NOR029053
NOR029054 – NOR029256
NOR029285 – NOR029293
NOR032211 – NOR032308
NOR032333 – NOR032485
NOR032486 – NOR032589
NOR032591 – NOR032707
NOR032772 – NOR032777
NOR032795 – NOR032944

Exhibit 22

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March 14, 2007

VIA E-MAIL

Jennifer Bagnato
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, NY 10178-0061

**Re: *Magten Asset Management Corp. and Law Debenture Trust Co.
v. Northwestern Corp.; C.A. No. 04-1494-JJF; Magten Asset
Management Corp. v. Michael J. Hanson and Ernie J. Kindt;
C.A. No. 05-0499-JJF***

Dear Jennifer:

We are in receipt of your letter dated March 13 in which you enclosed a CD containing an installment of reformatted documents in response to our letter dated January 26. We note that these replacement documents were sent more than six weeks after we sent our initial letter of January 26, and after we were constrained to send two follow-up emails inquiring as to the status of the replacement documents. Although we asked that you produce the problem documents in their native format (*i.e.* the Excel format), which our technical people told us was necessary to ensure readability, you produced the documents in PDF format so we are still assessing whether the readability problem has been resolved. Just as importantly, it appears that you have only reformatted the specific documents we identified in our letter by way of illustration.

As we explicitly stated in our January 26 letter, the list of problematic documents enclosed was merely illustrative and was not a comprehensive list of all problem documents. In fact, in each correspondence (both by letter and email), we specifically requested that you send us appropriately-formatted replacements for all other Excel documents from later and future installments, which were likely to present the same issue so that neither of us needed to repeat this exercise. We are disappointed that, despite our repeated requests, you have continued to produce documents in an

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March 14, 2007


Page 2

unreadable format and have not taken any steps to replace the other problem documents. For example, in your production of documents on February 12 and February 20, documents bated stamped NOR264850 and NOR307914 present the same technical problem (which we alerted you to in our January 26 letter) such that they cannot be properly viewed, either on-screen or when printed out. Again, this is merely illustrative as there are numerous documents with this identical problem.

Given NorthWestern's upcoming discovery deadline of Friday, March 16, we expect that you will replace all documents presenting this problem (as requested in our January 26 letter) by the end of the day on Friday.

Thank you for your prompt attention to this matter.

Sincerely,


Jordanna Nadritch

cc: Gary Kaplan
Bonnie Steingart
John W. Brewer
Dale R. Dubé
John V. Snellings
Joseph Pizzuro
Victoria Counihan

Exhibit 23

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March 19, 2007

VIA E-MAIL

Jennifer A. Bagnato
Curtis, Mallet-Prevost, Colt & Mosle LLP
101 Park Avenue
New York, NY 10178-0061

Re: Replacement of Illegible TIF files of Excel documents

Dear Jennifer:

Because Jordanna Nadritch is out of the office today, I am responding to your letter dated March 16. The history of this issue is clear from the record, and cannot be changed by attempts to recharacterize it after the fact, no matter how much rhetoric you may deploy for that purpose. In my letter of January 26 to Joe Pizzurro, we alerted you to the problem, gave a technical description as to the apparent cause of the problem, and specifically requested that you remedy the problem in specified ways as to all Excel-based documents in your production, past and future. Other than general assurances (provided only when prodded) that you were working on the issue, you provided no substantive response until March 13 – six and a half weeks later and only three days before your deadline for completion of discovery. That response, which you inexplicably characterize as “prompt[,],” was inadequate and incomplete. Your feigned indignation at the deadline imposed by Jordanna’s letter is not credible, since all that was requested was a full and satisfactory response to the request made in my January 26 letter by no later than the Special Master’s long-established deadline, which fell a full seven weeks after the request was made.

As to the scope of the documents which should have been reformatted, the January 26 letter read in pertinent part:

We attach as exhibit A is a list of documents from the earlier tranches of the production that we know present this problem. This list is not necessarily comprehensive,

Fried, Frank, Harris, Shriver & Jacobson LLP

March 19, 2007

Page 2

and does not reflect review of the more recently-received installments. **We would appreciate it if you could please send us appropriately-formatted replacements for these documents and all others from the later (and future) installments which are likely to present the same issue so that neither of us needs to repeat this exercise.**

This point was repeated in the follow-up emails referred to in Jordanna's letter and was also discussed by us by telephone in either our March 1 conversation or our March 5 conversation, or possibly both. In that conversation, I understood you to say that your technical people were trying to figure out if there was a straightforward way to identify all Excel documents in your production so that they could be replaced, and that you would replace them if they could be so identified. I specifically asked you to let us know one way or another as soon as possible, so that if you were unwilling to provide replacements without a further list of Bates numbers from us we could address any need to compile such a list sooner rather than later.

You did not let us know prior to March 13 that you were unwilling to comply with this request, and even your March 16 letter does not appear to claim that you are unable, as opposed to unwilling, to comply. Given that the original documents in their original electronic form are either in your possession or that of your client, it is difficult to believe that it would not have been substantially easier and less burdensome for you to generate a reasonably accurate list of Excel-derived documents in the production than it would be or will be for us to do so. But we could have done so long before now had we been promptly advised that you were unwilling to take responsibility for solving the problem you yourself had created.

It is particularly disturbing that you do not appear to have made any efforts to avoid producing additional Excel documents in an illegible form after we had alerted you to the problem. Over 56% of your production (in excess of 260,000) was made subsequent to the January 26 letter, with, so far as we can tell, no different approach taken with respect to Excel-derived documents. Based upon our prior conversations, we had assumed that the original errors were inadvertent (without making any concessions as to whether the level of pre-production quality control contemplated by the Federal Rules was present), but it is more difficult to understand why the problem was perpetuated after you had been made explicitly aware of it.

We should again note for the record that the January 26 letter requested, on advice of our technical people, that the Excel documents be produced in their "native version" and invited you to discuss alternatives to that request if your technical people thought another approach could solve the problem. You neither provided the

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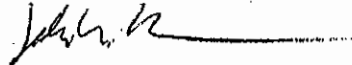
March 19, 2007
Page 3

documents in native version nor sought to discuss alternatives with us, but simply presented us with your reformatted documents as a fait accompli – 46 days later.

It appears that we now have no practical alternative but to compile a complete list of Bates-numbers of the illegible Excel-derived documents and demand that you replace them with legible versions. We reserve the right to seek reimbursement from you for the costs we will be required to incur to compile this list. If you would like to propose an alternative solution, please let us know immediately.

Thank you for your prompt attention to this matter.

Sincerely,

A handwritten signature in dark ink, appearing to read 'John W. Brewer', followed by a horizontal line.

John W. Brewer

cc: Gary Kaplan
Bonnie Steingart
Dale R. Dubé
John V. Snellings
Victoria Counihan